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☐ Individual appearing without attorney
☒ Attorney for: Richard J. Laski, Chapter 7 Trustee

FOR COURT USE ONLY

In re:

MICHAEL JOEL KAMEN.

CASE NO.: 2:12-bk-19793-BB

CHAPTER: 7

NOTICE OF SALE OF ESTATE PROPERTY

Debtor(s).

Sale Date: 10/01/2014

Time: 10:00 am

Location: Courtroom 1475, Roybal Federal Building, 255 E. Temple Street, Los Angeles, CA 90012

☒

9

Last date to file objections: 08/27/2014

Description of property to be sold: 201-207 N. Brand Blvd., Glendale, CA 91203 (APN 5642-015-036)

Terms and conditions of sale: See Attached

Proposed sale price: \$ 7,900,000.00

Overbid procedure (*if any*): See Attached

If property is to be sold free and clear of liens or other interests, list date, time and location of hearing:

Contact person for potential bidders (*include name, address, telephone, fax and/or email address*):

David M. Guess
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Date: 08/18/2014

BID PROCEDURES

Richard J. Laski (the "**Trustee**"), the duly-appointed, qualified and acting chapter 7 trustee of the bankruptcy estate of Michael Joel Kamen, by motion dated August 18, 2014 (the "**Motion**"), sought, among other things, approval of the process and procedures set forth herein through which the Trustee will cause 201 North Brand LLC ("**Brand**") to sell that certain real estate located at 201-207 N. Brand Blvd., Glendale, California 91203 (APN 5642-015-036) (the "**Property**").

The Trustee has caused Brand to enter into that certain Purchase and Sale Agreement and Joint Escrow Instructions (the "**PSA**") with GL Malibu, LLC ("**Purchaser**"). The PSA is attached as Exhibit 1 to the Motion. Pursuant to the PSA, Purchaser has agreed to purchase the Property for \$7,710,000, subject to overbid at a Court-supervised auction for the Property (the "**Auction**") that is scheduled to take place on October 1, 2014 at 10:00 a.m.

In order to participate in the Auction, a person interested in submitting a bid for the Property (a "**Potential Bidder**") must comply with the Bid Procedures set forth herein.

Bid Deadline

A Potential Bidder that desires to make a bid shall deliver by mail, hand delivery or facsimile a written copy of its bid, such that the bid is received by the Trustee's counsel not later than **5:00 p.m. Pacific Time on September 24, 2014** (the "**Bid Deadline**"), addressed as follows: Richard J. Laski, Chapter 7 Trustee, c/o Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39th Floor, Los Angeles, California 90067 (fax: 310-407-9090). Only bids that have been received prior to the Bid Deadline will be considered by the Trustee.

Participation Requirements

To participate in the Auction, a Potential Bidder must first deliver to the Trustee the following (the "**Participation Requirements**") prior to the Bid Deadline:

1. **Deposit.** A good faith deposit in the amount of \$200,000 (the "**Bid Deposit**"), with such payment to be made to "Richard J. Laski, Chapter 7 Trustee of the Estate of Michael J. Kamen" in cash or cash equivalent (including a wire transfer or a cashier's check), which Bid Deposit will be non-refundable if the Potential Bidder is the Successful Bidder (as defined below), subject only to entry of a Bankruptcy Court order approving the sale of the Property to it;
2. **Proof of Ability to Perform.** Evidence in a form satisfactory to the Trustee that the Potential Bidder has the financial wherewithal and willingness to consummate its purchase of the Property expeditiously and without any financing or other contingency not set forth in the PSA. Such information should include:
 - (a) the Potential Bidder's current financial statements;
 - (b) contact names and numbers for verification of financing sources;

- (c) evidence of the Potential Bidder's internal resources and proof of any commitments that are needed to close the contemplated transaction;
 - (d) any such other form of financial disclosure or credit-quality support information or enhancement reasonably acceptable to the Trustee demonstrating that such Potential Bidder has the ability to close the contemplated transaction; and
 - (e) other such documentation as the Trustee may reasonably request.
3. Written Bid. A written bid that satisfies the Bid Requirements (as defined below). Among other things, the Bid Requirements require submission of a "marked up" purchase and sale agreement substantially in the same form as the PSA, with a purchase price of not less than \$7,900,000, with no contingencies, representations, warranties or changes in timing beyond those set forth in the PSA, other than (i) that the Potential Bidder is determined by the Bankruptcy Court to be the highest and best bidder, and (ii) approval of the sale by the Bankruptcy Court.

Bid Requirements

To be eligible to participate in the Auction, each bid must be determined by the Trustee in his sole discretion to satisfy each of the following conditions (the "**Bid Requirements**"):

1. Deposit. Each bid must be accompanied by a Bid Deposit, as described above. The bid must provide for an additional deposit of \$300,000 if the Potential Bidder submits the winning bid for the Property at the Auction (to be deposited within two (2) business days of the Auction) which entire deposit will be non-refundable to the Potential Bidder if the Potential Bidder submits the winning bid for the Property at the Auction.
2. Minimum Bid. The bid must set forth a purchase price for the Property that equals or exceeds \$7,900,000 and is in the form of cash or cash equivalent.
3. Irrevocable. A bid must be irrevocable until at least the date of the Auction.
4. Same or Better Terms. The bid must be on terms that, in the Trustee's business judgment, are substantially the same or better than the terms of the PSA. A bid must include an executed purchase and sale agreement pursuant to which the Potential Bidder proposes to effectuate the contemplated transaction. A bid shall include a copy of the purchase and sale agreement marked to show all changes made by the Potential Bidder (including those related to the purchase price). The bid must include a commitment to close on the sale of the Property by no later than the closing date set forth in the PSA.
5. No Contingencies. The bid must be subject to no contingencies, representations, warranties or changes in timing beyond those set forth in the PSA, other than (i) that the Potential Bidder is determined by the Bankruptcy Court to be the highest and best bidder, and (ii) approval of the sale by the Bankruptcy Court.

6. No Fees Payable to Qualified Bidder. The making of a bid will not entitle the Qualified Bidder to any break-up fee, termination fee, expense reimbursement or similar type of payment. Moreover, by submitting a bid, a bidder shall be deemed to waive the right to pursue a substantial contribution claim under section 503 of the Bankruptcy Code related in any way to the submission of its bid or these bid procedures.

Designation as Qualified Bidder

A "**Qualified Bidder**" is a Potential Bidder that, as determined by the Trustee in his sole discretion, has satisfied the Participation Requirements and the Bid Requirements. Upon receipt of the funds and documents set forth in the Participation Requirements, the Trustee shall notify each Potential Bidder with respect to whether such Potential Bidder is a Qualified Bidder.

In the event that any Potential Bidder is determined by the Trustee not to be a Qualified Bidder, the Potential Bidder shall be refunded its Bid Deposit by the date of the Auction.

No Potential Bidder shall have standing to challenge another Potential Bidder's compliance with the Participation Requirements. For the avoidance of doubt, Purchaser is a Qualified Bidder and is deemed to satisfy all Participation Requirements.

Auction

If the Trustee receives at least one bid from a Qualified Bidder other than Purchaser prior to the Bid Deadline, the Trustee will promptly (i) notify all Qualified Bidders of the highest and best bid submitted by a Qualified Bidder (the "**Baseline Bid**"), and (ii) provide copies of all submitted bids by all Qualified Bidders to all Qualified Bidders. If the Trustee does not receive at least one bid from a Qualified Bidder other than Purchaser, then the Auction will not be held, and the Trustee will proceed to seek approval of the sale of the Property to Purchaser pursuant to the terms and conditions of the PSA on October 1, 2014 at 10:00 a.m.

If there is an Auction, it shall be conducted according to the following procedures:

1. Only Purchaser and other Qualified Bidders may bid at the Auction, and they are each required to appear in person at the Auction, or through a duly-authorized representative with full authority to submit bids;
2. Bidding shall begin at the Baseline Bid;
3. Successive bids shall be made in bidding increments of not less than \$50,000;
4. Bidding shall continue until there is only one offer that the Trustee determines in his sole discretion is the highest and best bid (the "**Successful Bid**," made by the "**Successful Bidder**"). In making this decision, the Successful Bid shall be considered the bid which results in the highest net recovery for Brand;
5. All Bid Deposits, other than those of the Successful Bidder, shall be returned within three (3) business days of the Auction; and

6. The Successful Bid shall be subject to Bankruptcy Court approval.

EACH BIDDER SHALL BE DEEMED TO ACKNOWLEDGE AND REPRESENT THAT IT HAS HAD AN OPPORTUNITY TO CONDUCT ANY AND ALL DUE DILIGENCE PRIOR TO MAKING ITS BID, AND THAT IT HAS RELIED SOLELY UPON ITS OWN INDEPENDENT REVIEW, INVESTIGATION AND/OR INSPECTION OF ANY DOCUMENT(S) IN MAKING ITS BID, AND THAT IT DID NOT RELY UPON OR RECEIVE ANY WRITTEN OR ORAL STATEMENTS, REPRESENTATION, PROMISES, WARRANTIES, OR GUARANTEES WHATSOEVER, WHETHER EXPRESS, IMPLIED, OR BY OPERATION OF LAW, OR THE COMPLETENESS OF ANY INFORMATION PROVIDED. BY PARTICIPATING IN THE AUCTION, EACH BIDDER ACKNOWLEDGES AND AGREES TO BE BOUND BY EACH AND EVERY TERM AND CONDITION SET FORTH IN THESE BID PROCEDURES.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 1999 Avenue of the Stars, Thirty-Ninth Floor, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled (*specify*): NOTICE OF SALE OF ESTATE PROPERTY will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) August 19, 2014 I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

SEE ATTACHED SERVICE LIST

☒ Service information continued on attached page.

2. SERVED BY UNITED STATES MAIL:

On (*date*) August 19, 2014, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

SEE ATTACHED SERVICE LIST

☒ Service information continued on attached page.

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) August 19, 2014, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.


The Honorable Sheri Bluebond
U.S. Bankruptcy Court
Roybal Federal Building
Bin outside of Suite 1482
255 E. Temple Street
Los Angeles, CA 90012-3332

☐ Service information continued on attached page.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

August 19, 2014
Date

Apryl C. Bond
Printed Name


Signature

ADDITIONAL SERVICE INFORMATION (if needed):

TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):

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Simon Aron on behalf of Defendant Theodore Fox
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Simon Aron on behalf of Defendant c/o Gary M. Gitlin Ultimate Action, LLC
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Ashleigh A Danker on behalf of Interested Party Courtesy NEF
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Scott F Gautier on behalf of Other Professional Howard J Weg
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dbg@lnbyb.com, dbg@ecf.inforuptcy.com;stephanie@lnbyb.com

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